

## **EXHIBIT B**



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

APRIL 24, 2003

6283-443-9

LEXIS DOCUMENT SERVICES, INC.  
801 STEVENSON DR  
SPRINGFIELD, IL 62703

RE BCE NEXXIA CORPORATION

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-13.15**  
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE!**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
<http://www.sos.state.il.us>

This space for use by Secretary of State

**FILED**

APR 24 2003

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 04-24-03

License Fee \$ —

Franchise Tax \$ 2,668.87

Filing Fee \$ 75.00

Penalties \$ —

Approved: AK \$ 2,743.87

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: BCE Nexxia Corporation

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: N/A

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: 15 December 1998

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

1000 de La Gauchetiere St. West, Bureau 4100

Montreal, Quebec, H3B 5H8 Canada

(b) Address of principal office in Illinois:

(If none, so state)

None.

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent LexisNexis Document Solutions Inc.

	First Name	Middle Name	Last Name
Registered Office	<u>801</u>	<u>Adlai Stevenson Drive</u>	
	<u>Number</u>	<u>Street</u>	<u>Suite #</u>
	<u>Springfield, IL</u>	<u>62703</u>	<u>Sangamon</u>
	<u>City</u>	<u>ZIP Code</u>	<u>County</u>

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

CA, DE, FL, IN, MI, MN, NY, WA, WI

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	Richard J. Mannion	1000 de la Gauchetiere St. W, Bureau 4100	Montreal	H3B 5H8	Canada
Secretary	Martine Turcotte	1000 de la Gauchetiere St. West, Bureau 4100	Montreal	Quebec H3B 5H8	Canada
Director	Gary L. Karl	1600 Bausch & Lomb Place	Rochester	New York	14604
Director	Thomas R. Anderson	1600 Bausch & Lomb Place	Rochester	New York	14604
Director	Michael R. McEvoy	1600 Bausch & Lomb Place	Rochester	New York	14604

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

Fiberoptics telecommunications provider.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	N/A	no par value	20,000	1,430.221

9. Paid-in Capital: \$ 163,054,043.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 157,900,000
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 16,130,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 1,899,000.00

11. Interrogatories: (Important – this section must be completed.)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: See Attachment A
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1,430.221
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated MARCH 4, 2003  
(Month & Day) (Year)

attested by X Martine Turcotte  
(Signature of Secretary or Assistant Secretary)  
Martine Turcotte, Secretary  
(Type or Print Name and Title)

BCE Nexxia Corporation  
(Exact Name of Corporation)

X R. Mannion  
(Signature of President or Vice President)  
by Richard J. Mannion, President  
(Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Attachment A

Question 11(a):

1000 de La Gauchetiere Street West  
Bureau 4100  
Montreal, Quebec, H3B 5H8  
Canada

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BCE NEXXIA CORPORATION (1999)", A DELAWARE CORPORATION,  
WITH AND INTO "BCE NEXXIA CORPORATION" UNDER THE NAME OF  
"BCE NEXXIA CORPORATION", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2000, AT 3  
O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2979289 8100M

001157110

AUTHENTICATION: 0345394

DATE: 03-28-00

**CERTIFICATE OF MERGER**

**OF**

**BCE Nexxia Corporation (1999)**

**AND**

**BCE Nexxia Corporation**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) BCE Nexxia Corporation (1999), which is incorporated under the laws of the State of Delaware; and

(ii) BCE Nexxia Corporation, which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is BCE Nexxia Corporation, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of BCE Nexxia Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

BCE Nexxia Corporation  
c/o Bell Canada  
1000, rue de la Gauchetiere Ouest, Bureau 4100  
Montreal, Quebec H3B 5H8, Canada

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid

surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on the day of the filing of the Certificate and Plan of Merger in the Delaware Department of State.

Dated: March 27, 2000.

BCE Nexxia Corporation (1999)

By: 

Terrence J. Jarman, President

Dated: March 27, 2000.

BCE Nexxia Corporation

By: 

Terrence J. Jarman, President



*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

20

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BCE NEXXIA INC.", CHANGING ITS NAME FROM "BCE NEXXIA INC." TO "BCE NEXXIA CORPORATION", FILED IN THIS OFFICE ON THE FOURTH DAY OF FEBRUARY, A.D. 1999, AT 12:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

2979289 8100

991045324

AUTHENTICATION: 9560089

DATE: 02-05-99

**CERTIFICATE OF AMENDMENT**  
**of the**  
**CERTIFICATE OF INCORPORATION**  
**of**  
**BCE NEXXIA INC.**

**Duly Adopted in Accordance with Sections 242 and 228 of the  
Delaware General Corporation Law**

**BCE Nexxia Inc.**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

**DOES HEREBY CERTIFY:**

**FIRST:** That by the unanimous written consent of the Board of Directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable. The resolutions setting forth the proposed amendment are as follows:

**RESOLVED**, that the Certificate of Incorporation of the Corporation be amended at Article "FIRST" thereof to change the name of the Corporation to **BCE Nexxia Corporation** and that, as amended, said Article shall be and read as follows:

**"FIRST:** The name of the Corporation is **BCE Nexxia Corporation.**"

**RESOLVED**, that such amendment of the Certificate of Incorporation be submitted to the sole shareholder of the Corporation for its approval and authorization.

**RESOLVED**, that if such amendment of the Certificate of Incorporation shall be duly approved and authorized by the sole shareholder of the Corporation, then the officers of the Corporation are hereby authorized, empowered and directed to cause a duly executed Certificate of Amendment of the Certificate of Incorporation effecting such amendment to be presented to the Secretary of State of the State of Delaware for filing, all in accordance with the provisions of Delaware law.

**SECOND:** That thereafter, pursuant to resolutions duly adopted by the written consent of the sole shareholder of the Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware, the amendment was approved and authorized by the sole shareholder of the Corporation.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the capital of the Corporation shall not be reduced under or by reason of said amendment.

**IN WITNESS WHEREOF,** the Corporation has caused this Certificate of Amendment to be signed by Terrence J. Jarman, its president, and David Masse, its secretary, as of the 4th day of February, 1999.

/s/ Terrence J. Jarman

Terrence J. Jarman, President

/s/ David Masse

David Masse, Secretary

State of Delaware  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NATCO TELECOMMUNICATIONS CORPORATION", CHANGING ITS NAME FROM "NATCO TELECOMMUNICATIONS CORPORATION" TO "BCE NEXXIA INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JANUARY, A.D. 1999, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2979289 8100

991004514

AUTHENTICATION: 9507472

DATE: 01-07-99

**CERTIFICATE OF AMENDMENT**

**of the**

**CERTIFICATE OF INCORPORATION**

**of**

**NATCO TELECOMMUNICATIONS CORPORATION**

**Duly Adopted in Accordance with Sections 242 and 228 of the  
Delaware General Corporation Law**

**Natco Telecommunications Corporation**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

**DOES HEREBY CERTIFY:**

**FIRST:** That by the unanimous written consent of the Board of Directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable. The resolutions setting forth the proposed amendment are as follows:

**RESOLVED**, that the Certificate of Incorporation of the Corporation be amended at Article "FIRST" thereof to change the name of the Corporation to **BCE Nexxia Inc.** and that, as amended, said Article shall be and read as follows:

"**FIRST:** The name of the Corporation is **BCE Nexxia Inc.**"

**RESOLVED**, that such amendment of the Certificate of Incorporation be submitted to the sole shareholder of the Corporation for its approval and authorization.

**RESOLVED**, that if such amendment of the Certificate of Incorporation shall be duly approved and authorized by the sole shareholder of the Corporation, then the officers of the Corporation are hereby authorized, empowered and directed to cause a duly executed Certificate of Amendment of the Certificate of Incorporation effecting such amendment to be presented to the Secretary of State of the State of Delaware for filing, all in accordance with the provisions of Delaware law.

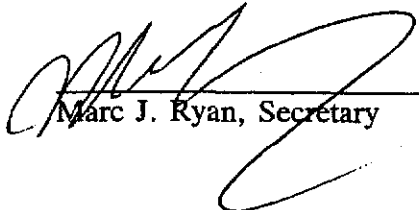
**SECOND:** That thereafter, pursuant to resolutions duly adopted by the written consent of the sole shareholder of the Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware, the amendment was approved and authorized by the sole shareholder of the Corporation.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the capital of the Corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Timothy E. McGee, its president, and Marc J. Ryan, its secretary, as of the 5<sup>th</sup> day of January, 1999.

  
\_\_\_\_\_  
Timothy E. McGee, President

  
\_\_\_\_\_  
Marc J. Ryan, Secretary

State of Delaware  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "NATCO TELECOMMUNICATIONS CORPORATION", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF DECEMBER, A.D. 1998, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

2979289 8100

981482664

AUTHENTICATION: 9463031

DATE: 12-15-98

**CERTIFICATE OF INCORPORATION**

**OF**

**NATCO TELECOMMUNICATIONS CORPORATION**

**FIRST:** The name of the Corporation is NATCO TELECOMMUNICATIONS CORPORATION.

**SECOND:** The Registered Office of the Corporation is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The Registered Agent is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**FOURTH:** The aggregate number of shares which the Corporation is authorized to issue is 20,000 all of which are to be shares of Common Stock, without par value.

**FIFTH:** The name and mailing address of the incorporator is as follows:

Name:	Thomas R. Anderson
Mailing Address:	700 Midtown Tower Rochester, New York 14604

**SIXTH:** The Board of Directors is authorized to make, alter or repeal the By-laws of the Corporation. Election of directors need not be by written ballot.

**SEVENTH:** No stockholder of the Corporation shall be entitled as of right to purchase or receive any new or additional shares of any class, whether now or hereafter authorized, or any other securities convertible into, or carrying options or warrants to purchase, shares of any class; and all such new or additional shares and all such other securities convertible into, or carrying options or warrants to purchase, shares may be issued or disposed of by the Board of Directors to such holder and on such terms as it, in its absolute discretion, may deem advisable.

**EIGHTH:** A member of the Corporation's Board of Directors shall not be personally liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except for liability of the director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, relating to the payment of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General



Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this Paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH: Indemnification.

(a) *Right to Indemnification.* Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or that he or she is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnatee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnatee in connection therewith and such indemnification shall continue as to any indemnatee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnatee's heirs, executors and administrators; provided, however, that, except as provided in subparagraph (b) hereof with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnatee in connection with a proceeding (or part thereof) initiated by such indemnatee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Paragraph shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereafter an "advancement of expenses"); provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an indemnatee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnatee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnatee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnatee is not entitled to be indemnified for such expenses under this Paragraph or otherwise.

(b) *Right of Indemnitee to Bring Suit.* If a claim under subparagraph (a) of this Paragraph is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that the indemnitee has not met the applicable standard of conduct set forth in the Delaware General Corporation Law. In any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that the indemnitee has not met the applicable standard of conduct set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Paragraph or otherwise shall be on the Corporation.

(c) *Non-Exclusivity of Rights.* The rights of indemnification and to the advancement of expenses conferred in this Paragraph shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

(d) *Insurance.* The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

(e) *Indemnification of Employees and Agents of the Corporation.* The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and to the advancement of expenses to any employee or agent of

the Corporation to the fullest extent of the provisions of this Paragraph with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

IN WITNESS WHEREOF, I have signed this Certificate this 15th day of December, 1998 and hereby affirm the truth of the statements contained herein under penalty of perjury.



Thomas R. Anderson  
700 Midtown Tower  
Rochester, NY 14604

# Delaware

PAGE 1

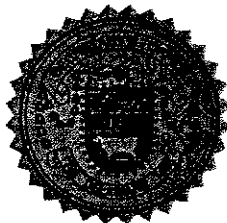
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BCE NEXXIA CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BCE NEXXIA CORPORATION" WAS INCORPORATED ON THE FIFTEENTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



2979289 8300

020622960

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 2024227

DATE: 10-08-02

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BCE NEXXIA CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BCE NEXXIA CORPORATION" WAS INCORPORATED ON THE FIFTEENTH DAY OF DECEMBER, A.D. 1998.

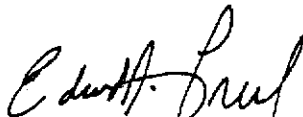
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2979289 8300

991494166

  
Edward J. Freel, Secretary of State

AUTHENTICATION:

0091384

DATE:

11-18-99